74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

# 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:	•		

# Assignor/Transferor Certification Statements

transferred until the consent of the F	ederal Communications subject to streamlined n	horization will not be assigned or that of Commission has been given, or (2) that otification procedures for pro forma assign of Coder, 13 FCC Rod. 6293(1998).	t prior Commission consent is not				
		ade in this application and in the exhibication, and are true, complete, correct,					
79) Typed or Printed Name of Party	Authorized to Sign						
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:				
80) Title: President							
Signature: Thomas H Sullivan 81) Date: 10/19/01							

#### **Assignee/Transferee Certification Statements**

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

#### 82) Typed or Printed Name of Party Authorized to Sign

Name: Douglas MI: I	Last Name: Brandon	Suffix:
Title: Vice President		
ature: Douglas I Brandon	84) Date: 10/19/01	
LFUL FALSE STATEMENTS MADE ON THIS FORM		
LFUL FALSE STATEMENTS MADE ON THIS FORM RISONMENT (U.S. Code, Title 18, Section 1001) ANI RMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OF	O/OR REVOCATION OF ANY STATION LICENS	E

# Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNLH626	AL					Yes
KNLH628	AL	•				Yes
KNLH629	AL	•				Yes
WPOJ806	AL	•				Yes
WPOK622	AL	•				Yes
WPOK623	AL	•				Yes
KNLF391	AL	•				Yes
KNLF392	AL	•				Yes
KNLF393	AL	•				Yes
KNLG208	AL	•				Yes
KNLG228	AL	•				Yes
KNLF769	AL	•				Yes
WPOJ822	AL	•				Yes
WPOJ823	AL	•				Yes
WPOJ824	AL	•				Yes
WPOJ825	AL	•				Yes
WPOK625	AL	-				Yes
WPOK683	AL	•				Yes
WPOK684	AL					Yes
WPOL354	AL	•				Yes
WPSI622	AL	•				Yes
WPSI618	AL	•				Yes
WPSI619	AL	-				Yes
WPSI620	AL	-				Yes
WPSI621	AL	•				Yes
KNLG906	AL	-				Yes
KNLG920	AL	-				Yes
KNLG921	AL	•				Yes
KNLH393	AL	<del>-</del>				Yes
KNLG917	AL	-				Yes
WPON423	AL	-				Yes
WPOK631	AL	-				Yes

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

# **Assignments of Authorization**

## 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

# 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
	on the second program of the second program		

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

## 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	10/19/01 Ex. I: Public Intere		0176975647348587830735150.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176975657348587830735150.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176975667348587830735150.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176975677348587830735150.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176975687348587830735150.pdf

ALL STATE LEGAL BOGGERGES PRIMAC RECYCLED



# Wiley Rein & Fielding LLP

# Stamp and Return

1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

Virginia Office
7925 JONES BRANCH DRIVE
SUITE 6200
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wrf.com

October 22, 2001

UECEIVED

Eric W. DeSilva 202.719.3182 edesilva@wrf.com

BY HAND DELIVERY

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
425 12th Street, SW--The Portals
Washington, D.C. 20554

Re: Application for Transfer of Control of TeleCorp Holding Corp. II, L.L.C. from TeleCorp PCS, Inc. to AT&T Wireless Services LLC

Dear Ms. Salas:

Please find enclosed a manually filed original and copy FCC Form 603 application for Commission consent to the transfer of control of a certain license from TeleCorp Holding Corp. II, L.L.C. ("THC-II") from TeleCorp PCS, Inc. to AT&T Wireless Services, Inc. (collectively, the "applicants"). Because this license is not presently licensed to THC-II in the Commission's Universal Licensing System, the applicants have no means to file this application electronically. Under these circumstances, the applicants are seeking a waiver of the electronic filing rule, 47 C.F.R. §1.913(b), to permit this application to be filed manually. The applicants have included, as an attachment to the application, a detailed waiver request.

Should any questions arise concerning this filing, please contact the undersigned at (202) 719-3182.

Respectfully yours,

Eric W. DeSilva

Enclosure

Main Form

# FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB 3060 - 0800 See instructions for public burden estimate

T	A - Assignment of Authorization C - Transfer of Control	AM - Amendment WD - Withdrawal				ification (for Con extension of Time					)
2a)	If this request is for an Amendment on file with the FCC.	or Withdrawal, enter the	e File	Number o	f the pendir	g application cu	rently	Fi	ile Number:		
2b)	File numbers of related pending appl	ications currently on fil	le with	the FCC:							
be	of Transaction										
3a)	is this a pro forma assignment of au	thorization or transfer of	of con	trol?					( N )	<u>Y</u> es	Ŋo
3b)	If the answer to Item 3a is 'yes', is th Commission's forbearance procedur	· ·			ion being fi	led under the			(	<u>Y</u> es	<u>N</u> o
4)	For assignments of authorization onl	y, is this a partition and	d/or di	saggregat	on?				(	) <u>Y</u> es	<u>N</u> o
5)	Does this filing request a waiver of the	ne Commission's rules	?						<b>(Y</b>	) <u>Y</u> es	<u>N</u> o
6)	Are attachments being filed with this	application?							( <b>Y</b>	) <u>Y</u> es	<u>N</u> o
7a)	Does the transaction that is the subjlicenses held by the assignor/transfe or commonly controlled entities) that	eror or affiliates of the a	assign	or/transfe	ror (e.g., pa	rents, subsidiario	<b>35</b> ,	?	( <b>Y</b>	) <u>Y</u> es	<u>N</u> o
7b)	Does the transaction that is the subj non-wireless licenses that are not in						1?	<del></del>	( <b>Y</b>	) <u>Y</u> es	<u>N</u> o
an:	saction information ,										
8)	How will the assignment of authoriza	ation or transfer of conf	trol be	accompli	shed? Sele	ct One: (S)					
	Sale or other assignment or transfer	of stock									
		Or Subor		<u>C</u> ourt C	erd <b>er</b>						
	Other (voting trust agreement, mana		:	<u>C</u> ourt C	rder						
	Other (voting trust agreement, mana if required by applicable rule, attach agreements, instruments, certified of	ngement contract, etc.):	ent or			assigned or trans	iferred, alo	ng with copie	s of any pert	inent (	contract
9)	If required by applicable rule, attach	as an exhibit a statement court Orders,	ent or , etc.	n how cont		assigned or trans	sferred, alor		s of any perti	<u></u>	
	If required by applicable rule, attach agreements, instruments, certified o	as an exhibit a statement court Orders,	ent or , etc.	n how cont		assigned or trans	sferred, alor			<u></u>	
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0a) 5 <b>4-</b>	If required by applicable rule, attach agreements, instruments, certified of the assignment of authorization or the assignment of authorization or the assignor Information  Taxpayer Identification Number:	as an exhibit a statement court Orders,	ent or , etc.	is:	rol is to be a			( '		<u></u>	oluntary
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1) Telep	hone Number:					32) FA	K:					
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3) E-Ma	il Address:											
sullivan	@telecorp1.com					·				····		
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4) First	Name:			T	MI:	Last Na	me:					Suffix:
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5) Comp	pany Name:			· · · · · · · · · · · · · · · · · · ·								<del></del>
Viley Re	ein & Fielding, LLP											
6) P.O.	Bax		And	37) S	treet /	Address:						
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Douglas I. Brandon

51)	P.O. Box	And	<b>82</b> }	Olreal	Addrill:					
	·	/Or 1150 Connecticut Avenue, N.W., 4th Floor								
53)	City:					54) State:	55)	Zip:		· · · · · · · · · · · · · · · · · · ·
Wa	shington					DC	2003	J6		
56)	Telephone Number:				57) FAX	:				
202	2.223.9222				202.223	3.9095				
58)	E-Mail Address:							<del></del>		
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Nam	e of Assignee/Transferee Contact Represer	ntative	(if oth	er tha	n Assign	ee/Transferee)				
59)	First Name:			MI:	Last N	ame:	· ··· -·		Suf	fix:
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60)	Company Name:			<u> </u>	1		<del></del>	<del></del>	<u>.                                    </u>	
AT	&T Wireless Services, Inc.									
	P.O. Box	And	62)	Street	Address:					
		/Or	1150	0 Con	necticu	it Avenue, N.\	N 4th Floor			
63)	City:	L	1			64) State:	65)	Zip:		
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	E-Mail Address:	-			202.22	3.5053				
uat	vid.jatlow@attws.com									····
Alie	n Ownership Questions		<del></del>							
69)	Is the Assignee or Transferee a foreign government or	r the rep	presenta	tive of	any foreigr	government?		( N	) <u>Y</u> es	<u>N</u> o
70)	Is the Assignee or Transferee an alien or the represen	tative o	f an alie	n?				( <b>N</b>	) <u>Y</u> es	<u>N</u> o
71)	Is the Assignee or Transferee a corporation organized	under t	the laws	of any	foreign go	vernment?		( N	) <u>Y</u> es	<u>N</u> o
72)	Is the Assignee or Transferee a corporation of which r by aliens or their representatives or by a foreign govern under the laws of a foreign country?	more tha	an one-f or repres	ifth of t sentativ	he capital e thereof o	stock is owned of or by any corporati	record or voted on organized	′ (N	) <u>Y</u> es	<u>N</u> o
73)	Is the Assignee or Transferee directly or indirectly con	trolled t	ov anv o	ther co	rooration o	f which more than	one-fourth of			
, 3,	the capital stock is owned of record or voted by aliens,				-					
	thereof, or by any corporation organized under the law. If 'Yes', attach exhibit explaining nature and extent of a		•	•				( <b>N</b>	) <u>Y</u> es	<u>N</u> o
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Basi	c Qualification Questions									
74)	Has the Assignee or Transferee or any party to this ap									
	permit revoked or had any application for an initial, mo permit denied by the Commission?	dificatio	on or ren	newal o	f FCC stat	ion authorization,	license, constructio		) <u>Y</u> es	No
	If 'Yes', attach exhibit explaining circumstances.							/ 14	/ <u>T</u> co	140
75)	Has the Assigned or Transfered or any party to this ay	nolicatio		v oadv	disacth, or	adirectly controlli	no the Assignee or			<del></del>
(3)	Has the Assignee or Transferee or any party to this application ever been of	•			•	•	ng me Assignee ur		) <u>Y</u> es	No
	If 'Yes', attach exhibit explaining circumstances.			•					-	_
76)	Has any court finally adjudged the Assignee or Transf	feree, o	r anv pa	rty dire	ctiv ar ındi	rectly controlling t	ne Assignee or			
",	Transferee guilty of unlawfully monopolizing or attemp	ting unl	lawfully	to mon	opolize rad	tio communication	, directly or			
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	If 'Yes', attach exhibit explaining circumstances.							(10	,~	-1-
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'''	Is the Assignee or Transferee, or any party directly or in any pending matter referred to in the preceding two			cuing (	ie Assigne	∞ ur iransferee C	uncalluy al party	( N	) <u>Y</u> es	No
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1)	The Autignar or Transferror curtiles either (1) that the sushprization will not be sesigned or that control of the figures will not be transferred until the content of the Federal Communications Convenies in the transaction as subject to introduced notification procedures for pro-firms endigements and transfers by effectiventualises carriers. See Manuscratum Opinion and Order, 13 FCC Rod, 8283 (1998)						
2)	The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are two, complete, correct, and made in good faith.						
79)	Typed or Printed Name of Party Authorized to Sign						
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Th	omas	Н	Sullivan				
80)	Tree						
Pr	esident						
Sign				81) D			

#### Assignee/Transferve Certification Statements

- The Assignme or Transferse cartifies either (1) that the eather(aption will not be assigned or that control of the license will not be transferred until the comment of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro-forms essignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 PCC Rod 8293 (1995).
- 2) The Assignee or Transferos verives any cipim to the use of any periodic frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the serve, whether by Scance or otherwise, and requests an authorization in eccontaince with this application.
- 5) The Assignme or Transferse cartilles that great of this application would not cause the Assigner or Transferse to be in violation of any partinent cross-ownership, acribution, or spectrum cap rule.\*
  - \* If the applicant has cought a water of any such rule in connection with this application, it may make this conflicution subject to the outcome of the water request.
- 4) The Assignee or Transferon agrees to essume all obligations and abide by all conditions imposed on the Assignor or Transferor under the autiquity authorization(s), unless the Pederal Communications commission pursuant to a request made herein otherwise allows, except for liability for any sol done by, or any right accrued by, or any solt or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferes certifies that all statements made in this application and in the exhibits, siteonments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good fails.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a dental of Federal banefits pursuent to Section 5301 of the Anti-Orug Abuse April 1988, 21 U.S.C. § 688, because of a controlled substance. See Section 1 2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of 'party to the application' as used in the cartification.
- 7) The applicant certifies that it differ (1) has an updated Form 602 on the with the Commission, (2) is filing an updated Form 602 aimultaneously with this application, or (3) is not required to the Form 602 under the Commission's Rules.

1		İ
1	Brandon	
		·
		84) Date:
		10/19/01
		I Brandon

# Authorizations To Be Assigned of Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
WPQP423	BTA421		C Block		Y
				<b></b>	
	,				

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 10/19/2001 at 03:30PM
		File Number: <b>0000634894</b>

1) Application Purpose: Transfer of Control

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

2b) File numbers of related pending applications currently on file with the FCC:

# Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

- 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

# Licensee/Assignor Information

10a) Taxpayer Identification Number	: 541871239	10b) SGIN: 000	10c) FCC Registration Number (FRN):0002049062	
11) First Name (if individual): MI:		Last Name:	Suffix:	
12) Entity Name (if not an individual)	: TeleCorp LMI	OS, Inc.		
13) Attention To: Thomas Sullivan				
14) P.O. Box:	And / Or	15) Street Addres	ss: 1010 N. Glebe Road, Suite 800	
16) City: Arlington		17) State: VA	18) Zip: <b>22201</b>	
19) Telephone Number: (703)236-1127		20) FAX: (703)236-1101		
21) E-Mail Address: tsullivan@telec	corp1.com			

# 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Mace.	American Indian or Alaska Native:	Asian:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		

# **Transferor Information** (for transfers of control only)

23a) Taxpayer Identification Number: A00002250		23b) SGIN: 000	23c) FCC Registration Number (FRN):	
24) First Name (if individual): MI:		Last Name:	Suffix:	
25) Entity Name (if not an individual):	TeleCorp PCS, Inc.			
26) P.O. Box:	And / Or	27) Street Address	s: 1010 N. Glebe Road, Suite 800	
28) City: Arlington		29) State: VA	30) Zip: <b>22201</b>	
31) Telephone Number: (703)236-110	0	32) FAX: (703)236-1101		
33) E-Mail Address: tsullivan@teleco	rp1.com			

# Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:	
35) Company Name: Wiley, Rein	& Fielding		No. 1 to 1	
36) P.O. Box:	And / Or	37) Street Address: 1776 K S	Street, NW	
38) City: Washington		39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719	-3182	42) FAX: (202)719-4969		
43) E-Mail Address: edesilva@w	rf.com			

# Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion			
45a) Taxpayer Identification Numbe	r: <b>911379052</b>	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032	
46) First Name (if individual): Mi:		Last Name:	Suffix:	
47) Entity Name (if other than individ	dual): AT&T Wire	less Services, Inc	•	
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To:				
51) P.O. Box:	And / Or	52) Street Addre	ss: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: Washington		54) State: DC	55) Zip: <b>20036</b>	
56) Telephone Number: (202)223-9222		57) FAX: (202)223-9095		
58) E-Mail Address:				

# Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:	
60) Company Name: AT&T V	Vireless Services,	Inc.		
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th Floor		
63) City: Washington		64) State: DC	65) Zip: <b>20036</b>	
66) Telephone Number: (202)223-9222		67) FAX: (202)223-9095		
68) E-Mail Address: david.ja	tlow@attws.com			

#### Alien Ownership Questions

Allow a will a war will be a w	
69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

# **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

# 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

#### **Assignor/Transferor Certification Statements**

1) The Assignor or	Transferor certifies eithe	r (1) that the authoriz	ation will not be as	signed or that cont	rol of the license will n	ot be
	consent of the Federal (					
	e transaction is subject				ments and transfers b	У
telecommunications	carriers. See Memorar	dum Opinion and On	<i>der</i> , 13 FCC Rcd. 6	3293(1998).	Service Approximate traps of the service and t	s works
2) The Assignor or	Transferor certifies that	all statements made i	n this application a	ind in the exhibits,	attachments, or in doc	uments

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party	Authorized to Sign		
First Name: Thomas	MI: H	Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan	The second of th	81) Date: 10/19/01	

# Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

#### 82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	Mi: I	Last Name: Brandon	Suffix:
83) Title: Vice President			
Signature: Douglas I Brandon		84) Date: 10/19/01	
WILLFUL FALSE STATEMENTS MADE ON IMPRISONMENT (U.S. Code, Title 18, Sect PERMIT (U.S. Code, Title 47, Section 312(	ion 1001) AND/O	R REVOCATION OF ANY STATION L	LICENSE OR CONSTRUCTION

# Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPOH988	AL				Yes
WPOH989	AL				Yes
WPOH990	AL				Yes
WPOH991	AL				Yes
WPOH992	AL				Yes
WPOH993	AL				Yes
WPOH994	AL				Yes
WPOL375	AL				Yes

F	FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
1	the property was the contract of the contract which	the control of the first of the	<ul> <li>A construction of the construction.</li> </ul>

# **Assignments of Authorization**

# 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

# 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:	
	was a second of the second of	a company was an experience of the company		ĺ

#### 3) Certification Statements

# For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they compty with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

# For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assigned certifies that the applicant's sole control group member is a pre-existing entity if applicable

# For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

# **Transfers of Control**

# 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176976127851599778972751.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176976137851599778972751.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176976157851599778972751.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176976167851599778972751.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176976177851599778972751.pdf

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

# Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number:	660566660	10b) SGIN: 000	10c) FCC Registration Number (FRN):0001726306
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual):	TeleCorp of P	uerto Rico, Inc.	
13) Attention To: Thomas Sullivan			
14) P.O. Box:	And / Or	15) Street Addres	ss: 1010 N. Glebe Road, Suite 800
16) City: Arlington		17) State: VA	18) Zip: <b>22201</b>
19) Telephone Number: (703)236-110	0	20) FAX: (703)23	36-1101
21) E-Mail Address: tsullivan@telece	orp1.com		

# 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

# Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: A00002250  24) First Name (if individual):  MI:		23b) SGIN: 000	23c) FCC Registration Number (FRN):
		Last Name:	Suffix:
25) Entity Name (if not an individual):	TeleCorp PCS, Inc.		
26) P.O. Box:	And / Or	27) Street Address:	1010 N. Glebe Road, Suite 800
28) City: Arlington		29) State: VA	30) Zip: <b>22201</b>
31) Telephone Number: (703)236-110	0	32) FAX: (703)236-	1101
33) E-Mail Address: tsullivan@teleco	orp1.com		

# Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Eric	MI: W	Last Name: DeSilva	Suffix:	
35) Company Name: Wiley, Rein	& Fielding			
36) P.O. Box:	And / Or	37) Street Address: 1776 K Street, NW		
38) City: Washington		39) State: DC	40) Zip: 20006	
41) Telephone Number: (202)719-3182		42) FAX: (202)719-4969		
43) E-Mail Address: edesilva@w	rrf.com			

# Assignee/Transferee Information

44) The Assignee is a(n): Corporat	ion			
45a) Taxpayer Identification Number	er: 911379052	45b) SGIN: 000	45c) FCC Registration Number (FRN): 0004122032	
46) First Name (if individual): MI:		Last Name:	Suffix:	
47) Entity Name (if other than indivi	dual): AT&T Wire	eless Services, Inc		
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To:				
51) P.O. Box:	And / Or	52) Street Addre	ss: 1150 Connecticut Avenue, N.W., 4th Floor	
53) City: <b>Washington</b> 56) Telephone Number: <b>(202)223-9222</b>		54) State: DC	55) Zip: <b>20036</b>	
		57) FAX: (202)223-9095		
58) E-Mail Address:		<del></del>		

# Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T V	Vireless Services,	Inc.	
61) P.O. Box:	And / Or	62) Street Address: 1150 Conr	necticut Avenue, NW, 4th Floor
63) City: Washington		64) State: DC	65) Zip: <b>20036</b>
66) Telephone Number: (202	)223-9222	67) FAX: (202)223-9095	
68) E-Mail Address: david.ja	tlow@attws.com		year and the second

# **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

# **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

# 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Kace.	American Indian or Alaska Native:	Asian:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		

# **Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be
transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not
required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by
telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293(1998).
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents

incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

First Name: Thomas MI: H		Last Name: Sullivan	Suffix:
80) Title: President			
Signature: Thomas H Sullivan		81) Date: 10/19/01	<del></del>

#### Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1 2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

# 82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:	
83) Title: Vice President				
Signature: Douglas I Brandon		84) Date: 10/19/01		
WILLFUL FALSE STATEMENTS MADE ON TH IMPRISONMENT (U.S. Code, Title 18, Section				
PERMIT (U.S. Code, Title 47, Section 312(a)(1)				

# Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service		89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPOK287	AL				Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
* NAMES OF ALL THE PROPERTY OF	*	Maria de la companya

# **Assignments of Authorization**

#### Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

# 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Γ	Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:	
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#### 3) Certification Statements

## For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

## For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

# For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

# 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

# **Attachment List**

Attachment Type	Date	Description	Contents
Other	10/19/01	Ex. I: Public Interest Statement	0176975695092170331548952.pdf
Other	10/19/01	Ex. II: Unjust Enrichment	0176975705092170331548952.pdf
Other	10/19/01	Ex. II: Unjust Enrichment Schedules A-G	0176975715092170331548952.pdf
Other	10/19/01	Ex. III: Merger Agreement	0176975725092170331548952.pdf
Other	10/19/01	Ex. IV: FCC Form 602	0176975735092170331548952.pdf